

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ABN AMRO BANK N.V., CANADA BRANCH		10/09/2008	Canadian Branch of a Netherlands Bank:
RECEIVING PARTY DATA			
Name:	THE TORONTO-DOMINION BANK		
Street Address:	P.O. Box 1, Toronto-Dominion Centre		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5K 1A2		
Entity Type:	Bank:		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2918589	MAMÁ GALLINA	
Registration Number:	2872399	PARTY ON KARAOKE	
Registration Number:	2809215	WORD & WORSHIP	
Registration Number:	2738148	BREWED MOODS	
Registration Number:	2633144	ROCK ON CHRISTIAN	
Registration Number:	2537307	BABY STEPS	
Registration Number:	2404592	A LIFETIME OF MUSIC FOR THE 21ST CENTURY	
CORRESPONDENCE DATA			
Fax Number:	(416)865-7380		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	416.865.7500		
Email:	efan@torys.com		
Correspondent Name:	Torys LLP, Attention: Edward Fan		
Address Line 1:	P.O. Box 270, TD Centre		

OP \$190.00 2918589

900130300

TRADEMARK
REEL: 003959 FRAME: 0874

Address Line 2: 3000-79 Wellington Street West
Address Line 4: Toronto, CANADA M5K 1N2

ATTORNEY DOCKET NUMBER: 00782-2212

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Edward Fan

Signature: /Edward Fan/

Date: 03/26/2009

Total Attachments: 6
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TO: The Toronto-Dominion Bank

ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS, Madacy Entertainment LP ("Madacy") entered into a movable hypothec dated April 27, 2007 (the "Hypothec") given by Madacy in favour of LaSalle Business Credit, a division of ABN AMRO Bank N.V., Canada Branch ("ABN AMRO"). Pursuant to the Hypothec, Madacy granted ABN AMRO a security interest in, among other things, all of Madacy's intellectual property, including without limitation the trade-marks and trade-mark applications and the copyrights and copyright applications listed in Schedule "A" hereto (collectively, the "Intellectual Property") (the "IP Security Interest").

WHEREAS, ABN AMRO entered into an asset purchase agreement with The Toronto-Dominion Bank ("TD") dated October 3rd, 2008 (the "Purchase Agreement") by which ABN AMRO, among other things, agreed to assign its security interest and lien in certain property, including the Intellectual Property to TD;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms of the Purchase Agreement, ABN AMRO assigns the IP Security Interest to TD.

Dated: October 9, 2008

ABN AMRO Bank N.V., Canada Branch

By:



Name: Lawrence J. Maloney

Title: Country Executive - Canada

I have the authority to bind the bank.

Christiane Vachon
Christiane Vachon
FVP, Corporate Affairs

SCHEDULE A

To: The Registrar of Trade-marks

Canadian Trade-marks:

Trade-Marks	Registration date	Description
The Starline Orchestra and Singers (TMA809725)	March 13, 1998	Recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS. Production of recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS.
Starlite Orchestra (TMA491,357)	March 13, 1998	Recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS. Production of recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS.
Starlite Orchestra & Chorus (TMA500,230)	September 8, 1998	Recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS. Production of recorded music in Audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS.

Trade-Marks	Registration date	Description
The Starlite Singers (TMA491,356)	March 13, 1998	Recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS. Production of recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS.
Rocky Mountain Singers & Design (TMA4493,571)	April 22, 1998	Recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS. Production of recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS.
Starlite Piano (TMA492,674)	April 8, 1998	Recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS. Production of recorded music in audio and video form, namely audiocassettes, videocassettes, compact discs, videodiscs, laser discs, optical discs and CD ROMS.
Knightsbridge Symphony Orchestra (TMA532,404)	September 11, 2000	Pre-recorded cassette tapes, phonograph records, CD's, video tapes and digital video discs featuring music.

U.S. Trade-marks:

Trade-Marks	Registration number	Registration date
MAM? GALLINA	2918589	January 18, 2005

Trade-Marks	Registration number	Registration date
PARTY ON KARAOKE	2872399	August 10, 2004
WORD & WORSHIP	2809215	January 27, 2004
BREWED MOODS	2738148	July 15, 2003
ROCK ON CHRISTIAN	2633144	October 8, 2002
BABY STEPS	2537307	February 5, 2002
A LIFETIME OF MUSIC FOR THE 21ST CENTURY	2404592	November 14, 2000

And to: **The Registrar of Copyrights**

Canadian Copyrights:

Copyright	Registration number	Registration date	Type
BOB MARLEY & THE WAILERS	44583	February 24, 1993	Grant of interest.
REGGAE COMPILATION	44582	February 24, 1993	Grant of interest.
MASTER RECORDING	44581	February 24, 1993	Grant of interest.
REGGAE VOL. 1, REGGAE VOL. 2, REGGAE VOL. 3	44580	February 24, 1993	Grant of interest.
ONE MASTER-14 TUNES-COUNTRY COMPILATION	44011	October 15, 1991	Grant of interest.
10 TUNE MASTER - KENNY ROGERS	44010	October 15, 1991	Grant of interest.
ONE MASTER - KENNY ROGERS - 10 TUNES - ONE MASTER - OAK RIDGE BOYS - 12 TUNE	44009	October 15, 1991	Grant of interest.
ONE MASTER - LAWRENCE WELK CHRISTMAS	44008	October 15, 1991	Grant of interest.
ONE MASTER - KENNY ROGERS - 10 TUNES	44007	October 15, 1991	Grant of interest.

Copyright	Registration number	Registration date	Type
14 TUNES MASTER - PERCY SLEDGE	44006	October 15, 1991	Grant of interest.
ONE MASTER - 14 TUNES - FATS DOMINO	44005	October 15, 1991	Grant of interest.
ONE MASTER - KENNY ROGERS - 10 TUNES	44004	October 15, 1991	Grant of interest.

U.S. Copyrights:

Copyright	Registration number	Registration date	Description
MUSICAL WORK OF CHRISTIAN ALLEN BORRE: VOL.3	Sru-401-306	N/A	Sound Cassette
EL TUMBAO	PA895-900	N/A	Compact Disc
LABERINTO	PA895-901	N/A	Compact Disc
MATIZ	PA895-902	N/A	Compact Disc
COCKTAIL DE FRUTAS	PA895-903	N/A	Compact Disc
JORGE NEGRETE	SR253-677	N/A	Compact Disc
JOSE ALFREDO JIMENEZ	SR253-685	N/A	Compact Disc
MIGUEL ACEVEZ MEJIA	SR253-693	N/A	Compact Disc
JOSE JOSE	SR253-697	N/A	Compact Disc
AGUSTIN LARA	SR253-702	N/A	Compact Disc
PALITO ORTEGA	SR253-719	N/A	Compact Disc
MOVE THIS	SR255-117	N/A	Compact Disc & Sound cassette
KOL NIDRE VARIATION	SR273-918	SR273-918	Compact Disc

Copyright	Call number	Published - Created	Description
Meditation (sound recording)	SDB 1899	Mediaphon (Stuttgart, Germany)	Music sound recording
Das Wohltemperierte Clavier I	Mediaphon MED 59.026	Mediaphon - Germany	Music sound recording
Chormusik aus funf Jahrzehnten	Mediaphon 59.015	Kassel: Disco-Center (1979)	Music sound recording
Halleluja	Mediaphon MED 59.047	Mediaphon, Germany	Sound recording

Copyright	Call number	Published - Created	Description
Der Taschengarten	Mediaphon INT 160.832	Mediaphon (Stuttgart)	Sound recording
Grosse Orgelwerke	Mediaphon MED 59.048	Mediaphon (West Germany)	Sound recording
Romantic Classics	SDB 17774	Mediaphon, Stuttgart, Germany	Sound recording
World's best known classics	RZA 7680	Mediaphon, Stuttgart, Germany	Music sound recording
The greatest classics	SDB 18774	Mediaphon, Stuttgart, Germany	Music sound recording